

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

Bky Case No. 02-31674

Chapter 11

Sheldahl, Inc.,

Debtor.

AFFIDAVIT OF JAMES A. RUBENSTEIN

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

James A. Rubenstein, being first duly sworn on oath, deposes and states
as follows:

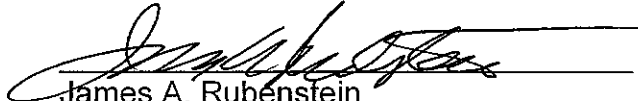
1. Annexed hereto as Exhibit A is a true and copy of two pages from
the Affidavit of Mailing dated August 22, 2003, executed by James L. Baillie as
counsel for the Debtor, consisting of the cover page and the page upon which the
name and address of the Boulder County Auditor and the Boulder Country
Treasurer appear.

2. I have reviewed the record and docket of this case and determined
that no representative of Boulder County filed an objection to the Plan, nor was a
ballot cast by Boulder County in voting on the Plan.

3. Annexed hereto as Exhibit B is a true and correct copy of my letter
dated April 22, 2004 to the Office of the Boulder County Attorney.

4. Annexed hereto as Exhibit C is a true and correct copy of the reply dated May 13, 2004 from the Boulder County Attorney to my April 22, 2004 letter.

FURTHER YOUR AFFIANT SAYETH NOT.


James A. Rubenstein

Subscribed and sworn to before me
this 21st day of September, 2004.


Notary Public



UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

Sheldahl, Inc.,

Chapter 11 Bankruptcy

Debtor.

Bky 02-31674

AFFIDAVIT OF MAILING

STATE OF MINNESOTA)
)ss.
COUNTY OF HENNEPIN)

Debtor: Chapter 11 Case: Case No. Bky 02-31674

I, James L. Baillie, hereby declare:

That I am employed by Fredrikson & Byron, P.A., the attorneys for the debtors in possession named above;

And that on the 22nd day of August, 2003, I caused to be served true and correct copies conformed to the original of the confirmation hearing Amended Notice And Order dated August 18, 2003, a Ballot conforming to the official form, the final Plan as filed or as modified dated May 8, 2003 as modified July 9, 2003, and the final Disclosure Statement as filed or as amended and approved by the court dated May 8, 2003 as modified July 9, 2003, were placed in individual envelopes with First Class Mail postage prepaid affixed thereto or imprinted thereon; that said envelopes were addressed individually to each of the entities named hereinafter at their last known addresses; and that said envelopes were sealed and on the day aforesaid were placed in the United States mails at Minneapolis, Minnesota, to:

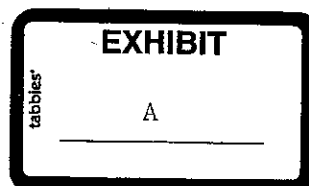
1. All creditors of debtor as named in and at the address stated in the creditors' mailing matrix filed in this case consisting of 20 pages (copy attached);
2. All equity security holders of the debtors, consisting of 535 holders (or representatives of holders), being the holders of record as disclosed by the appropriate records of the debtor or transfer agent of the debtor for the transfer of interest held by such holders;
3. The United States Trustee, United States Attorney, IRS District Counsel, IRS District Director, Securities & Exchange Commission if debtor is a corporation, and the Tax Compliance Division of the Minnesota Department of Revenue; and
4. The debtor, debtor's attorney, trustee or examiner, if any, the attorney for each member of every appointed official committee, any creditor who has requested notice under Rule 2002(i), and any attorney who has filed a notice of appearance under rule 9010(b).

I declare under penalty of perjury
that the foregoing is true and correct.

Executed on: August 22, 2003


James L. Baillie

#2839573\1-43988.0888



Label_Matrix for 02-31674 Thu Aug 14 16:14:06 CDT 2003	A3 OSTER FILLS 5236 COLLECTIONS CTR DR CHICAGO IL 60693	AOH KOREA LTD 111 SAMUL PLAZA B37-26 YONGH-DONG KANGNAM-KU SEOUL, KOREA	Label_Matrix for 02-31674 Thu Aug 14 16:14:06 CDT 2003	AMERSAND VENTURE MGMT 55 MILLIAM ST STE 240 WELLESLEY MA 02461-4001	AMA TRADING CORP USA 333 S HOPE ST STE 3100 LOS ANGELES CA 90071
ALERIA AEROSPAZIO 69 VIA PILE 67100 L AQUILA ITALY	ALLIED COMM GROUP INC P O BOX 2607 CAROL STREAM IL 60132	ALLIED ELECTRONICS INC P O BOX 2325 FORT WORTH TX 76113-2325	ANALYTICA ENVIRONMENTAL DEPT 5621 DENVER CO 80263-5621	APEX AIRDOME CORP P O BOX 1036 CHARLOTTE NC 28201-1036	APEX FINANCIAL SERVICES INC 12800 SUNSETREE LN STE 514 EDEN PRAIRIE MN 55344
ALLIED HIGH TECH PRODUCTS INC P O BOX 4608 RANCHO DOLANUEZ CA 90220	ALLIED INT L MPLS STP MN 7215 P O BOX 1450 MINNEAPOLIS MN 55485-7215	ALLINA MEDICAL CLINIC P O BOX 1450 #2 882 RVC MINNEAPOLIS MN 55485-8822	APOLLO PRECISION TOOLING PO GIBSON CR UNIT 15 MARIHAM ONTARIO L3R4C2 CANADA	APPLE STEEL RULE COE P O BOX 68-5063 MILWAUKEE WI 53268-5063	APPLIED POWER PRODUCTS INC 1240 TRAPP RD EAGAN MN 55121
ALLINA MEDICAL CLINIC P O BOX 206 MINNEAPOLIS MN 55440	ALLSTATE FILTER CO ALLSTATE CENTER 33754 TREASURY CENTER CHICAGO IL 60694-3700	ALPS AUTOMOTIVE P O BOX 74074 CHICAGO IL 60680	ARAWAK UNIFORM SERVICES P O BOX 1510 WATERLOO IA 50704-1510	ARON WIRELESS P O BOX 660770 DALLAS TX 75266-0770	ANCHER MOUSE 21 DIVISION ST NORTHFIELD MN 55057
ALTERNATE FINAL FINISHERS INC 386 KIDOLESEN ST NORTH CHELSEAFLD MA 01863	ALTERNATE FINISHING INC 15 KANE INDUSTRIAL DR HAUSON MA 01749	ALUM-A-LIFT 7909 BARNHEAD HWY WINSTON GA 30187	ARCONIAN SPECIALTY ALLOYS 5734 COLLECTIONS CTR DR CHICAGO IL 60693	ARGENTBRIGHT SECURITY INC P O BOX 930943 ATLANTA GA 31193	ARCON ELECTRONICS 7697 ANAKKAN DR EDEN PRAIRIE MN 55344
ANALISMAKOT COTTON GARMENT 56 BOLAND ST BOSTON MA 02129	AMERIBRON INC 2115 LINWOOD AVE FORT LEE NJ 07024	AMERIBRON INC 2115 LINWOOD AVE FORT LEE NJ 07024-5004	ARROW ELECTRONICS P O BOX 750411 ST LOUIS MO 63179-0411	ARROW ELECTRONICS P O BOX 96456 CHICAGO IL 60693	ARTHUR ANDERSEN & CO 21689 NETWORK PL CHICAGO IL 60673-1216
AMERICA IT ELECTRONIC 2600 - 118TH AVE W ST PETERSBURG FL 33716	AMERICAN ETCHING & MANUFACTURING 13730 DESCHAM ST RACINE WI 53401	AMERICAN FLEXIBLE PRODUCTS INC. 124 PEARCE CTR CHICAGO IL 60673-0557	ARTHUR ANDERSEN & CO P O BOX 70567 CHICAGO IL 60673-0557	ASAT INC 46335 LANSING HIGH FREMONT CA 94531	ASCOM MASER LEASING P O BOX 895 SHELTON CT 06484-0895
AMERICAN FREIGHTWAYS 2200 FORWARD DR HARRISON NJ 72691-2004	AMERICAN FREIGHTWAYS 4103 COLLECTION CTR DR CHICAGO IL 60693	AMERICAN FREIGHTWAYS P O BOX 910150 DALLAS TX 75391-0150	ASHLAND CHEMICAL INC P O BOX 760196 MINNEAPOLIS MN 55485	ASSOCIATED SPRING RAYMOND P O BOX 77162 DETROIT MI 48277	AT&T 7872 COLLECTION CTR DR CHICAGO IL 60693
AMERICAN INTERNATIONAL 311 TECHNOLOGY DR PITTSBURGH PA 15275	AMERICAN ROLLER CO DEPT 730 MILWAUKEE WI 53259-0730	AMERISPRIDE LINEN & APPAREL SERVICE 1250 S VICTORY DR NASHATO MN 56001	AT&T P O BOX 2969 OMAHA NE 68103-2969	AT&T P O BOX 5001310 LOUISVILLE KY 40250-1310	AT&T WIRELESS SERVICE P O BOX 70407 PHOENIX AZ 85062-8407
AMERISPRIDE LINEN & APPAREL SERVICE 700 INDUSTRIAL BLVD NE MINNEAPOLIS MN 55413	AMERISPRIDE P O BOX 5830 SAGINAW MI 48663-0001	AMETEK ROTOMAX P O BOX 601471 CHARLOTTE NC 28250-1471	AT&T WIRELESS SERVICE P O BOX 6220 ALBUQUERQUE NM 87102-0220	ATCO INDUSTRIES INC 7200 - 15 HILE RD STERLING HEIGHTS MI 48312	ATLAS SPECIALTY LIGHTING AMERICAN CORP HALLAM FL 32011
Label_Matrix for 02-31674 Thu Aug 14 16:14:06 CDT 2003	ATOTECH USA INC 1750 OVERVIEW DR ROCKHILL SC 29730	AUSTIN SCIENTIFIC COMPANY INC P O BOX 18663 AUSTIN TX 78760	Label_Matrix for 02-31674 Thu Aug 14 16:14:06 CDT 2003	BLACKBURN MEDIA PACKAGING 200 - 4TH AVE W EDGEMONT MN 56128	BAK INC DEPT 77 6962 CHICAGO IL 60670-6962
AUSTIN-MAC INC P O BOX 3746 SEATTLE WA 98124	AUTOMATED ASSEMBLY CORP CEDAR 76 BUSINESS PK 21543 CEDAR AVE LAKESVILLE MN 55044	AUTOMATED VISION LLC 918 DENING HWY MADISON WI 53717	BOSTIK FINDLEY 211 BOSTON ST MILWAUKEE WI 53049	BOULDER COUNTY ASSESSOR P O BOX 1759 BOULDER CO 80306	BOULDER COUNTY TREASURER P O BOX 471 BOULDER CO 80306-0471
AUTOMATION INC 160 - 83RD AVE NE STE 105 MINNEAPOLIS MN 55432	AUTOSPLICE 10121 BARNES CANYON RD SAN DIEGO CA 92121	AUTOTYPE AMERICAS 2504 HAMMOND DR SCHMIDTBERG IL 60173	BOONE P O BOX 71057 CHICAGO IL 60694-1057	BOYD CORPORATION P O BOX 31001-0329 PASADENA CA 91110-0329	BRAMS CO 7970 WALLACE RD EDEN PRAIRIE MN 55344-2208
AVNET ELECTRONIC MARKETING 3030 SALT CREEK LANE STE 120 ARLINGTON HTS 60005	AVTEC FINISHING SYSTEM INC P O BOX 8209 MINNEAPOLIS MN 55408	B&W BARBEREE 34 STEPHENSON CT BRANTFORD ONT L6Y 3J8	BRENTNAG GREAT LAKES LLC PO BOX 444 BUTLER WI 53007 0444	BRITTON CHAMBER OF COMMERCE P O BOX 96 BRITTON SD 57430-0096	BRITTON CITY UTILITY DEPT P O BOX 91 BRITTON SD 57430-0091
BAL SEAL ENGINEERING CO 19650 PAULING FOOTHILL RANCH CA 92610-2610	BALDWIN SUPPLY COMPANY 601 - 11TH AVE S MINNEAPOLIS MN 55425-1795	BANK ONE LEASING CORP 1313 POLARIS PKWY A3 COLUMBUS OH 43221-0933	BRITTON EMPLOYEE FUND P O BOX 47 BRITTON SD 57430	BROOKFIELD ENGINEERING LABS 11 COMMERCE BLVD MIDDLEBURY NH 02461-2031	BUEHLER LTD P O BOX 73628 CHICAGO IL 60673-7628
BANK OF AMERICA C O GARY S FEINERMAN 150 S LASALLE ST CHICAGO IL 60603	BARCO INC P O BOX 931649 ATLANTA GA 31193	BANK ONE & GATE SERV INC 6217 W LAKE ST ST LOUIS PARK MN 55416	BURK & LANDSHAM PA 7400 METRO BLVD STE 101 EDINBURGH MN 55439	BURBURY CONFORMATIC CORP 2602 MCGRAW AVE IRVINE CA 92614	BUSINESS DATA RECORD SERV 201 - 9TH AVE SW NEW BRITTON MN 55112
BARR ENGINEERING CO 4700 W 77TH ST MINNEAPOLIS MN 55435	BARTIA MACHINE 6024 - 233RD ST MORRISTOWN MN 55052	BATTERIES PLUS 15445 CEDAR AVE APPLE VALLEY MN 55124	C & S YENKING P O BOX 876 FARIBAULT MN 55021	C-MAC ELECTRONIC MFG 7505 TECH DR W MELBOURNE FL 32904	C-MAC INDUSTRIES 7505 TECH DR W MELBOURNE FL 32904
BAX GLOBAL XIAMEN BAX GLOBAL WAREHOUSE XIANG YU FTZ XIAMEN P R 06036-1006	BAXTER SCIENTIFIC 4920 MOLINE ST DENVER CO 80239	BCC EQUIPMENT LEASING P O BOX 96573 CHICAGO IL 60693	CADILLAC PLASTIC & CHM CO P O BOX 70951 CHICAGO IL 60673-0951	CALMETRICS INC 659 - 3RD ST W NEW BRITTON MN 55112	CAMBRIDGE AUTOMATIC 32 DONSETT ST WELLESLEY MA 02461
BCC EQUIPMENT LEASING CORP BIZING CAPITAL CORP 3780 KILLBUCK AIRPORT WY STE 750 LONG BEACH CA 90806	BELL-HARRIS CORP 331 CHAMBERIDGE RD STE 201 PINE BROOK NJ 07059	BERGER TRANSFER & STORAGE MN 7215 P O BOX 1450 MINNEAPOLIS MN 55485	CAMPBELL SEVEY INC 15350 MINNETONKA BLVD MINNETONKA MN 55345	CANTER USA INC 2 MERIDIAN RD EATONTOWN NJ 07724	CANON ELECTRIC MOTOR 128 S 4TH ST CANNON FALLS MN 55009
BERGMAN CO INC 6615 HWY 12 W P O BOX 659 EAU CLAIRE WI 54702-0659	BERNE SCALE CO 2206 FOXWOOD AVE S ST LOUIS PARK MN 55426	BIRD MACHINERY 24 RIVER VALLEY CLOSE 02-28 SINGAPORE SINGAPORE 00023-8436	CANNON VALLEY COOP BOX 200 NORTHFIELD MN 55057	CARPHEL BROYD 138 - 78TH AVE N MAPLE GROVE MN 55311	CARON FENCE 18346 FAUC AVE FARIBAULT MN 55021

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JAMES A. RUBENSTEIN
612.347.0363
Rubenstein@moss-barnett.com

April 22, 2004

Office of the Boulder County Attorney
Post Office Box 471
Boulder, CO 80306

Re: Secured Claim for Personal Property Taxes
Sheldahl, Inc. Bankruptcy
Our File No. 43710.5

To Whom it May Concern:

This letter is sent on behalf of the Steering Committee for Sheldahl, Inc.

I have dealt with Robert Gunning on this matter in the past. I understand he is no longer with the County Attorney's Office.

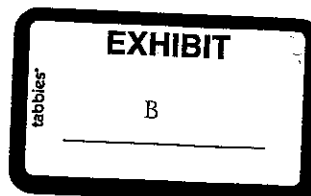
The Voluntary Petition commencing this case was filed on April 30, 2002. The Debtor's and Committee's Joint Plan of Liquidation dated May 8, 2003, as modified July 9, 2003 (the "Plan") was confirmed by an Order of the Bankruptcy Court dated February 6, 2004. A copy of the Plan is enclosed for your reference.

Under the Plan, the Steering Committee was appointed as a representative of the estate with the duty, among other things, to object to claims against the estate. We have now had an opportunity to review in detail the secured claim of Boulder County for unpaid personal property taxes for 2002. Your claim represents Proof of Claim No. 668 in the amount of \$168,891.22.

Note that Article 4.1 of the Plan governs the treatment of secured claims. Pursuant to the Plan, secured claims shall be satisfied, settled and discharged in full either by cash or return of collateral up to a value of the Allowed Amount of the Secured Claims.

As I understand it, the Boulder County Treasurer claims a secured lien on the personal property upon which the tax is imposed. Our records show that some of that property is still on the premises located at 1285 South Fordham Street, Longmont, Colorado 80503, and a list of that property is enclosed with this letter. Additional detail is available on some of this equipment, which we could furnish to you on request.

RETIRED
JAMES H. HENNESSY
STANLEY R. STASEL
PATRICK E. FLAHERTY
WAYNE A. HERGOTT
MICHAEL L. FLANAGAN
PAUL VAN VALKENBURG
W. SCOTT HERZOG
PAUL G. NEIMANN
WILLIAM N. KOSTER



The value of certain of the items listed, especially the Lauffer Multi-Layer Vacuum Laminating Press (309), the Mass VIA Generator (326), the Micro-Plate Systems Copper Seed Palter (367) and the Vertical Etcher (382), may individually or collectively exceed the amount of your claim.

While reserving our rights to object to Claim No. 668 on any other grounds, we are willing to discuss satisfying the secured claim in the manner set forth in the Plan on behalf of the estate . To do so, we can tender to you one or more pieces of the equipment with a value equal to your secured claim.

Unfortunately, I am unable to match up the equipment on the enclosed list with the list of equipment upon which Sheldahl's 2002 tax assessment appears to have been based. Perhaps the information we have provided will allow you to do that so that we can better discuss the relative value of each item of equipment.

I look forward to hearing from you.

Very truly yours,

James A. Rubenstein

JAR/mam
Enclosures
672670v1



Office of the County Attorney

Post Office Box 471 • Boulder, Colorado 80306
Phone: (303) 441-3190 • Fax: (303) 441-4794 • E-Mail: ca@co.boulder.co.us

May 13, 2004

James A. Rubenstein
Moss & Barnett
4800 Wells Fargo Center
90 South Seventh Street
Minneapolis, MN 55402-4129

Re: Claim for Personal Property Taxes
Sheldahl, Inc. Bankruptcy
Your file No. 43710.5

Dear Mr. Rubenstein:

Thank you for your April 22, 2004, letter related to the Steering Committee's willingness to discuss settling Boulder County's Claim No. 688. Boulder County is, of course, interested in settling its claim. However, Boulder County will not accept title to equipment in satisfaction of its claim. Although Boulder County has numerous concerns with such a proposal, its chief concern is that the proposal is contrary to an agreement that Boulder County previously reached with Debtor's counsel and the Committee concerning payment of the 2002 taxes.

As you may recall, the Debtor filed a Motion on May 29, 2002, for an Order authorizing the sale of assets free and clear of liens, claims, and encumbrances ("Motion"), which covered a large portion of the Debtor's personal property located in Longmont, Colorado. The Boulder County Treasurer agreed not to object to the Motion provided that, among other conditions, "an amount equal to the estimated 2002 personal property taxes on the subject property is placed in an escrow account, to which the Treasurer's statutory lien will attach." I have attached a copy of Mr. Gunning's August 1, 2002, letter confirming this agreement. On August 23, 2002, Debtor's counsel, Heather B. Thayer, confirmed the agreement and indicated that \$147,085.40 would be set aside for the 2002 property taxes. I have attached a copy of that letter as well. Furthermore, in an e-mail dated December 2, 2003, from Faye Knowles to Mr. Gunning, Sheldahl and the Committee confirmed that \$147,085.40 had been placed in an escrow account pending the amount of the claim. It appears that you were copied on these e-mails. I have included copies of those e-mails as well.

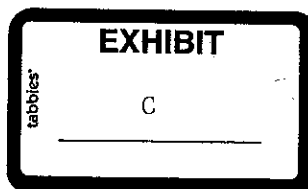
As shown by the attached tax statement, the current balance due is \$183,506.80. Based on the prior agreement, Boulder County demands that the first \$147,085 of its claim be paid from the escrow account created specifically for the purpose of payment of the 2002 taxes. The remainder of the claim to be paid out of other cash funds.

Very truly yours,

David Hughes
Deputy County Attorney

RECEIVED

MAY 17 2004



/Attachments

Paul Danish
County Commissioner

Ronald K. Stewart
County Commissioner

Tom Mayer
County Commissioner

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

Chapter 11

Sheldahl, Inc.,

Bky Case No. 02-31674

Debtor.

CERTIFICATE OF SERVICE

Maureen A. Montpetit, employed by Moss & Barnett, with office address of 4800 Wells Fargo Center, 90 South 7th Street, Minneapolis, MN 55402, declares that on September 21, 2004, I served the annexed:

1. Memorandum of Law in Support of Steering Committee's Objection to Claim Nos. 668 and 691 of the Treasurer of Boulder County, Colorado;
2. Affidavit of James A. Rubenstein; and
3. Certificate of Service,

upon:

Michael A. Koertje, Esq. – **Via Fax**
Assistant Boulder County Attorney
Office of the Boulder County Attorney
Post Office Box 471
Boulder, CO 80306

U.S. Trustee – **Via Fax**
1015 U.S. Courthouse
300 South Fourth Street
Minneapolis, MN 55415

Faye Knowles, Esq. – **Via Fax**
Fredrikson & Byron, P.A.
Suite 4000
200 South Sixth Street
Minneapolis, MN 55402

Sheldahl, Inc. – **Via First Class Mail**
1150 Sheldahl Road
Northfield, MN 55057

as indicated either by facsimile or U.S. Mail, a copy thereof, addressed to them at their last known address.

I declare under penalty of perjury, that the foregoing is true and correct.

Executed: September 21, 2004

Signed: /e/ Maureen A. Montpetit
Maureen A. Montpetit